

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

SHAWN CAREY, MSS CAPITAL, LLC,  
HUNTS ROAD, LLC, ION1 LLC, BRICKELL  
CAPITAL SOLO 401K TRUST, KAILEY  
LEWIS, EDWARD REINLE, EMANUEL  
VALADAKIS and ZITAH MCMILLAN-WARD,  
individually and on behalf of all others similarly  
situated,

Plaintiffs,

v.

MICHAEL MOE, PETER B. RITZ, LZG  
INTERNATIONAL, INC., ROGER  
HAMILTON, and GENIUS GROUP LIMITED,

Defendants.

Case No. 1:24-cv-07551

GENIUS GROUP LIMITED,

Petitioner,

v.

LZG INTERNATIONAL, INC., MICHAEL  
THOMAS MOE and PETER RITZ,

Respondents.

VSTOCK TRANSFER, LLC,

Nominal Respondent.

LZG INTERNATIONAL, INC.'S  
SHAREHOLDERS,

Intervenor.

Case No. 1:24-cv-08464

**DECLARATION OF BERNARDO FRANCO IN SUPPORT OF  
PLAINTIFFS' MOTION FOR ALTERNATIVE SERVICE**

I, Bernardo Franco, declare as follows:

1. I am a member in good standing of the bars of the State of New York and of this Court, and a litigation attorney at AXS Law Group, PLLC.

2. I submit this declaration in support of Plaintiffs' Motion for Alternative Service.

3. I have personal knowledge of the matters attested to herein based on my involvement as counsel for Plaintiffs in this case.

4. In August 2024, Roger Hamilton and Genius Group Limited's ("GNS") then-counsel, Mr. David Hoffner, corresponded with my firm, via email, to discuss the issues which are now pending in this litigation. Hamilton used his corporate e-mail address [roger@geniusgroup.net](mailto:roger@geniusgroup.net) to communicate with my firm.

5. Following the filing of the Class Action complaint, my firm, as counsel for the Plaintiffs, asked GNS's then-counsel, Mr. Hoffner, who is based in New York, if he would accept service on behalf of GNS and Hamilton. Mr. Hoffner declined. *See Exhibit A.*

6. After GNS's US counsel refused to accept service on behalf of GNS and Hamilton, Plaintiffs learned that "[GNS's] agent for service of process in the United States is Jolie Kahn, Esq., 12 E. 49th Street, 11th floor, New York, NY 10017."<sup>1</sup>

7. Thus, my office arranged for service of the Class Action upon GNS and Mr. Hamilton through Ms. Kahn, at the address disclosed in GNS's SEC filings.

8. However, upon visiting the address where GNS represented their US agent and authorized representative's office was located, the third-party process server retained to effectuate service discovered that "the WeWork office where the Corporate Defendant Genius Group Limited was renting office was moved to an undetermined address." **Exhibit B**

9. Given that GNS had provided an invalid address of its agent for service, the third-party process server "called the registered agent Jolie Kahn, Esq., at 516-217-6379 on November 20, 2024, at 1:50 P.M., and explained the general nature of the papers to the registered agent who

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<sup>1</sup> <https://www.sec.gov/Archives/edgar/data/1847806/000149315224034405/forms-8.htm> (Form S-8, filed on August 29, 2024). *See also* <https://www.sec.gov/Archives/edgar/data/1847806/000149315224028927/formf-1a.htm> (Form F-1/A, filed on July 24, 2024).

then refused to arrange for a convenient time for service with [process server].” *Id.*

10. The process server continued to call Ms. Kahn but could not reach her.

11. Recently, Hamilton, as CEO, signed and submitted to the SEC a Form 6-K on behalf of GNS, in which the corporation stated that it had retained a US-based law firm named “The Basile Law Firm P.C.” to “provide litigation services prosecuting or defending the company in action involving LZGI . . .”<sup>2</sup>

12. Between December 4 and 5, 2024, counsel for Plaintiffs emailed and conferred with GNS’s US counsel, The Basile Law Firm, over Plaintiffs’ first-filed Class Action and GNS’s second-filed case, and whether both cases should be consolidated.

13. Specifically, we have exchanged emails with GNS’s counsel Mark R. Basile, Christopher M. Basile, and Joseph F. Rose, of The Basile Law Firm P.C., who used the following email addresses to correspond with our firm: [mark@thebasilelawfirm.com](mailto:mark@thebasilelawfirm.com), [chris@thebasilelawfirm.com](mailto:chris@thebasilelawfirm.com), and [joe@thebasilelawfirm.com](mailto:joe@thebasilelawfirm.com). See **Exhibit C**.

14. On December 10, 2024, counsel for GNS confirmed to this Court that Defendants are aware of this Class Action. However, when asked by this Court whether counsel for GNS would accept service on behalf of their clients, GNS’s US lawyers declined. See **Exhibit D**.

15. As further proof that GNS and Hamilton are aware of this action, GNS submitted a letter to this Court, on December 13, 2024, expressing its position as to the issues pending in this case. See **Exhibit E**. In addition, on December 17, 2024, GNS filed a motion to stay this Class Action. See **Exhibit F**.

Executed this 20th day of December, 2024.

/s/ Bernardo N. M. Franco  
Bernardo N. M. Franco

<sup>2</sup> <https://www.sec.gov/Archives/edgar/data/1847806/000149315224042620/form6-k.htm> (emphasis added).